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TAYLOR-SCOTT BUILDING  
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502 223-2104

ELSBY BUILDING  
NEW ALBANY, IN 47150-3440  
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WRITER'S DIRECT DIAL NUMBER

615 251-6713

June 7, 2000

K. David Waddell  
Executive Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37219

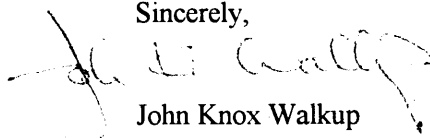
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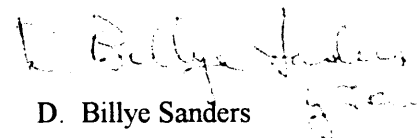
Re: Application of Memphis Networkx, LLC for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunication Services and Joint Petition of Memphis Light, Gas & Water Division, a Division of the City of Memphis, Tennessee ("MLGW") and A&L Networks-Tennessee, LLC ("A&L") for Approval of Agreement between MLGW and A&L regarding Joint Ownership of Memphis Networkx, LLC; Docket No. 99-00909 - Response to Motion for Bifurcated Hearing Schedule

Dear Mr. Waddell:

Enclosed you will find the original and thirteen (13) of the Response of Memphis Networkx, LLC, Memphis Light, Gas & Water Division and A&L Networks-Tennessee, LLC to Motion for Bifurcated Hearing Schedule.

Sincerely,

  
John Knox Walkup

  
D. Billye Sanders

JKW/slh  
Enclosures

cc: Parties of Record  
J. Maxwell Williams, Esq.  
Ward Huddleston, Esq.

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POSTED  
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**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

IN RE:	)	
	)	
	)	
APPLICATION OF MEMPHIS NETWORKX, LLC	)	
FOR A CERTIFICATE OF PUBLIC CONVENIENCE	)	
AND NECESSITY TO PROVIDE INTRASTATE	)	
TELECOMMUNICATION SERVICES AND JOINT	)	
PETITION OF MEMPHIS LIGHT, GAS & WATER	)	DOCKET NO. 99-00909
DIVISION, A DIVISION OF THE CITY OF MEMPHIS	)	
TENNESSEE ("MLGW") AND A&L NETWORKS-	)	
TENNESSEE, LLC ("A&L") FOR APPROVAL OF	)	
AGREEMENT BETWEEN MLGW AND A&L	)	
REGARDING JOINT OWNERSHIP OF MEMPHIS	)	
NETWORKX, LLC	)	

**RESPONSE TO MOTION FOR BIFURCATED HEARING SCHEDULE**

Memphis Networkx, LLC ("Applicant") and Memphis Light, Gas and Water Division and A&L Networks-Tennessee, LLC ("Joint Petitioners") respond to the Motion for Bifurcated Hearing Schedule by stating as follows:

1. Applicant and Joint Petitioners renew their request that hearing dates be set as soon as possible.
2. Subsequent to the filing of the Motion for Bifurcated Hearing schedule on June 1 and a Notice from the Pre-Hearing Officer on June 2, a conference on the request for hearing dates was held by the Pre-Hearing Officer on June 6. At that conference, the Applicant and Joint Petitioners expressed their position with regard to the request for a bifurcated hearing, the statement in paragraph 6 of the motion with regard to the amended application, and the Movants' request to

exclude June 20 through July 5, 2000 as dates for the hearing. The Applicant and Joint Petitioners herein restate and summarize their position, but rely, in addition, upon the transcript of the Pre-Hearing conference of June 6. That conference transcript more fully sets out the views of the Applicant and Joint Petitioner.

3. It is the position of the Applicant and Joint Petitioners that this hearing should be scheduled as soon as possible and proceed in the manner described by the Pre-Hearing Officer at the conclusion of the June 5 conference. That is, as the Applicant and Joint Petitioners understood the Pre-Hearing Officer's description, the hearing would be scheduled on the amended application and petition with proof presented by the Applicant and Joint Petitioners, Local 1288 of the International Brotherhood of Electrical Workers and the Consumer Advocate Division of the Office of Attorney General. At the conclusion of that hearing a decision would be rendered as to whether the application and joint petition were approved.

4. Specifically, with regard to the request for bifurcation, Applicant and Joint Petitioners would oppose such a request to the extent that it would delay a hearing and final disposition of this matter. Obviously, under the scenario described in the previous paragraph, such a bifurcation might not be necessary and the necessary arrangements for further hearings, if such were necessary, could be developed at that time rather than trying to make such scheduling and procedural decisions at this time.

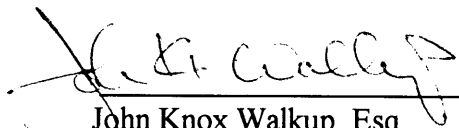
5. As to the Pre-Hearing Officer's request that the parties address paragraph 6 of the Motion for Bifurcated Hearing Schedule, Applicant and Joint Petitioners would state that they disagree with the statement that "[the Applicant and Joint Petitioner's] explanation of 'wholesale services' fails to conform with the ordinary and plain meaning of this term within the industry, as

agreed to by the parties during their settlement negotiations and evidenced by the written Settlement Agreement." Furthermore, they disagree with the statement that "the explanation filed by the Applicant and Joint Petitioners is inconsistent with the terms of the Settlement Agreement." (Motion at Paragraph 6). To the contrary, the description of wholesale services contained in the May 8 explanation of the settlement by the Applicant and Joint Petitioners is fully consistent with both the ordinary and plain meaning of this term within the industry and the written settlement agreement. Applicant and Joint Petitioners do not understand from the conclusory language used in the motion exactly the nature of any disagreement between the parties. Nevertheless, the Applicant and Joint Petitioners are certainly willing to discuss this and other matters with the Movants and seek to resolve any misunderstandings or problems that may exist. Steps are already taking place to facilitate such discussions.

6. As to the Movant's request that a hearing not be scheduled between the June 20 and July 5, 2000, the Applicant and Joint Petitioners strenuously object to the exclusion of those or any other dates if such has the effect of excluding dates otherwise available to the Tennessee Regulatory Authority to schedule and dispose of this matter. On many occasions, counsel and clients for the Applicant and Joint Petitioners have rearranged their schedules and in some instances traveled from international locations to be available on previously scheduled hearing dates. Inasmuch as three lawyers have made notices of appearance on behalf of the three Movants, the absence of one of those lawyers should not affect the schedule of these hearings when this Applicant faces substantial costs that would result from further delay.

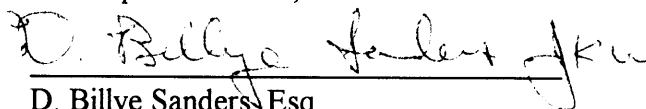
Wherefore, Applicant and Joint Petitioners respectfully request that hearing dates on the merits of this application be set as soon as possible and a final order entered in this matter.

Respectfully submitted,



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Attorney for A & L and  
Memphis Networx, LLC

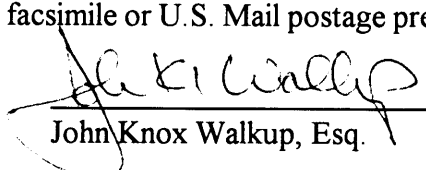


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Attorney for MLGW and  
Memphis Networx, LLC

**CERTIFICATE OF SERVICE**

I, John Knox Walkup, hereby certify on this 7<sup>th</sup> day of June, 2000, a true and correct copy of the foregoing was delivered by hand delivery, facsimile or U.S. Mail postage pre-paid to the Counsel of Record listed below.

  
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